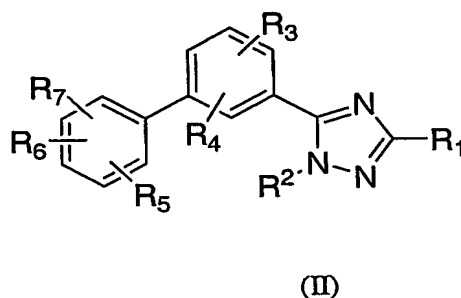
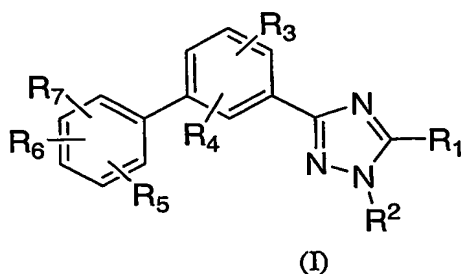


WHAT IS CLAIMED IS:

1. A compound represented by Formula (I) or (II):



or a pharmaceutically acceptable salt thereof, wherein

$R^1$  is

(a) H;

(b)  $-C_6$ -alkyl,  $C_2$ - $C_4$ -alkenyl,  $C_2$ - $C_4$ -alkynyl,  $C_3$ - $C_6$ -cycloalkyl, or  $C_1$ - $C_4$ -alkyl- $[C_3$ - $C_6$ -cycloalkyl], any of which is optionally substituted with one or more of the following substituents: F,  $CF_3$ , OH, O- $(C_1$ - $C_4$ )alkyl,  $S(O)_{0-2}$ -( $C_1$ - $C_4$ )alkyl, O- $CONR^aR^b$ ,  $NR^aR^b$ ,  $N(R^a)CONR^aR^b$ ,  $COO$ -( $C_1$ - $C_4$ )alkyl, COOH, CN,  $CONR^aR^b$ ,  $SO_2NR^aR^b$ ,  $N(R^a)SO_2NR^aR^b$ ,  $-C(=NH)NH_2$ , tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c)  $-C_0$ - $C_4$ -alkyl- $C_1$ - $C_4$ -perfluoroalkyl;

(d)  $NO_2$ ;

(e)  $NR^aR^b$ ,  $-N(COR^a)R^b$ ,  $-N(SO_2R^a)R^b$ ,  $-N(R^a)CON(R^a)_2$ ,  $-N(R^a)SO_2R^a$ ,  $-N(OR^a)CONR^aR^b$ , or  $-N(R^a)SO_2N(R^a)_2$ ;

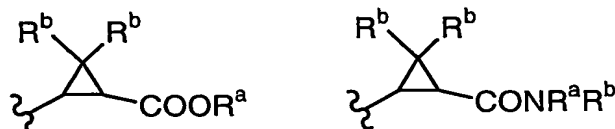
(f)  $-CH(OR^a)R^a$ ,  $-C(OR^b)CF_3$ ,  $-CH(NHR^b)R^a$ ,  $-C(=O)R^a$ ,  $C(=O)CF_3$ ,  $-SOCH_3$ ,  $-SO_2CH_3$ ,  $COOR^a$ , CN,  $CONR^aR^b$ ,  $-COCONR^aR^b$ ,  $-SO_2NR^aR^b$ ,  $-CH_2O-SO_2NR^aR^b$ ,  $SO_2N(R^a)OR^a$ ,  $-C(=NH)NH_2$ ,  $-CR^a=N-OR^a$ ,  $CH=CHCONR^aR^b$ ;

(g)  $-\text{CONR}^a(\text{CH}_2)_{0-2}\text{C}(\text{R}^a)(\text{R}^b)(\text{CH}_2)_{0-2}\text{CONR}^a\text{R}^b$ ;

(h) tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidazolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 independent substituents selected from i) F, Cl, Br, I, ii)  $-\text{CN}$ , iii)  $-\text{NO}_2$ , iv)  $-\text{C}(=\text{O})\text{R}^a$ , v)  $\text{C}_1\text{-C}_6\text{-alkyl}$ , vi)  $-\text{O-R}^a$ , vii)  $-\text{NR}^a\text{R}^b$ , viii)  $-\text{C}_0\text{-C}_4\text{-alkyl}-\text{CO-O R}^a$ , ix)  $-(\text{C}_0\text{-C}_4\text{-alkyl})\text{-NH-CO-OR}^a$ , x)  $-(\text{C}_0\text{-C}_4\text{-alkyl})\text{-CO-NR}^a\text{R}^b$ , xi)  $-\text{S}(\text{O})_{0-2}\text{R}^a$ , xii)  $-\text{SO}_2\text{NR}^a\text{R}^b$ , xiii)  $-\text{NH}\text{SO}_2\text{R}^a$ , xiv)  $-\text{C}_1\text{-C}_4\text{-perfluoroalkyl}$ , and xv)  $-\text{O-C}_1\text{-C}_4\text{-perfluoroalkyl}$ ;

(i)  $-\text{C}(\text{R}^a)=\text{C}(\text{R}^b)\text{-COOR}^a$ , or  $-\text{C}(\text{R}^a)=\text{C}(\text{R}^b)\text{-CONR}^a\text{R}^b$ ;

10 (j)



(k) piperidin-1-yl, morpholin-4-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-substituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from i)  $-\text{CN}$ , ii)  $-\text{C}(=\text{O})(\text{R}^a)$ , iii)  $\text{C}_1\text{-C}_6\text{-alkyl}$ , iv)  $-\text{OR}^a$ , v)  $-\text{NR}^a\text{R}^b$ , vi)  $-\text{C}_0\text{-C}_4\text{-alkyl-CO-OR}^a$ , vii)  $-(\text{C}_0\text{-C}_4\text{-alkyl})\text{-NH-CO-OR}^a$ , viii)  $-(\text{C}_0\text{-C}_4\text{-alkyl})\text{-CON}(\text{R}^a)(\text{R}^b)$ , ix)  $-\text{SR}^a$ , x)  $-\text{S}(\text{O})_{0-2}\text{R}^a$ , xi)  $-\text{SO}_2\text{N}(\text{R}^a)(\text{R}^b)$ , xii)  $-\text{NR}^a\text{SO}_2\text{R}^a$ , xiii)  $-\text{C}_1\text{-C}_4\text{-perfluoroalkyl}$  and xiv)  $-\text{O-C}_1\text{-C}_4\text{-perfluoroalkyl}$ ;

$\text{R}^a$  is

(a) H;

- 20 (b)  $\text{C}_1\text{-C}_4\text{-alkyl}$ , optionally substituted with one or more of the following substituents: F,  $\text{CF}_3$ , OH,  $\text{O-(C}_1\text{-C}_4\text{)alkyl}$ ,  $\text{S}(\text{O})_{0-2}\text{-(C}_1\text{-C}_4\text{)alkyl}$ ,  $-\text{OCONH}_2$ ,  $-\text{OCONH}(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $-\text{OCON}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $-\text{OCONHC}_1\text{-C}_4\text{alkyl-aryl}$ ,  $-\text{OCON}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl-aryl})$ ,  $\text{NH}_2$ ,  $\text{NH}(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{N}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{NH}(\text{C}_1\text{-C}_4\text{alkyl-aryl})$ ,  $\text{N}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl-aryl})$ ,  $\text{NHCONH}_2$ ,  $\text{NHCONH}(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{NHCONH}(\text{C}_1\text{-C}_4\text{alkyl-aryl})$ ,  $-\text{NHCON}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{NHCON}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl-aryl})$ ,  $\text{N}(\text{C}_1\text{-C}_4\text{alkyl})\text{CON}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{N}(\text{C}_1\text{-C}_4\text{alkyl})\text{CON}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl-aryl})$ ,  $\text{COO-(C}_1\text{-C}_4\text{-alkyl)}$ ,  $\text{COOH}$ ,  $\text{CN}$ ,  $\text{CONH}_2$ ,  $\text{CONH}(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{CON}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{SO}_2\text{NH}_2$ ,  $\text{SO}_2\text{NH}(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{SO}_2\text{NH}(\text{C}_1\text{-C}_4\text{alkyl-aryl})$ ,  $\text{SO}_2\text{N}(\text{C}_1\text{-C}_4\text{alkyl})(\text{C}_1\text{-C}_4\text{alkyl})$ ,  $\text{NH}\text{SO}_2\text{NH}_2$ ,  $-\text{C}(=\text{NH})\text{NH}_2$ , tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- 30 (c)  $\text{C}_0\text{-C}_4\text{-alkyl-(C}_1\text{-C}_4\text{)-perfluoroalkyl}$ ; or

- (d)  $-C_1-C_4$ -alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii)  $-CN$ , iii)  $-NO_2$ , iv)  $-C(=O)(C_1-C_4\text{-alkyl})$ , v)  $-O(C_1-C_4\text{-alkyl})$ , vi)  $-N(C_1-C_4\text{-alkyl})(C_1-C_4\text{-alkyl})$ , vii)  $-C_{1-10}\text{alkyl}$ , and viii)  $-C_{1-10}\text{alkyl}$ , wherein one or more of the alkyl carbons can be replaced by a  $-O-$ ,  $-S(O)_{1-2}-$ ,  $-O-C(O)-$ ,  $-C(O)-O-$ ,  $-C(O)-$ ,  $-CH(OH)-$ ,  $-C=C-$ , or  $-C\equiv C-$ ;

$R^b$  is

(a) H; or

- 10 (b)  $C_1-C_6$ -alkyl, optionally substituted with one or more of the following substituents: F,  $CF_3$ , OH,  $O-(C_1-C_4)\text{alkyl}$ ,  $S(O)_{0-2}-(C_1-C_4)\text{alkyl}$ ,  $-OCONH_2$ ,  $-OCONH(C_1-C_4\text{alkyl})$ ,  $NH_2$ ,  $NH(C_1-C_4\text{alkyl})$ ,  $N(C_1-C_4\text{alkyl})(C_1-C_4\text{alkyl})$ ,  $NHCONH_2$ ,  $NHCONH(C_1-C_4\text{alkyl})$ ,  $-NHCON(C_1-C_4\text{alkyl})(C_1-C_4\text{alkyl})$ ,  $COO-(C_1-C_4\text{-alkyl})$ ,  $COOH$ ,  $CN$ , or  $CONH_2$ ;

15  $R^2$  is:

(a) H;

- (b)  $-C_1-C_4$ -alkyl,  $-C_3-C_6$ -cycloalkyl or  $-C_1-C_4$ -alkyl- $(C_3-C_6)$ -cycloalkyl, optionally substituted with one or more of the following substituents: F,  $CF_3$ , OH,  $O-(C_1-C_4)\text{alkyl}$ ,  $S(O)_{0-2}-(C_1-C_4)\text{alkyl}$ ,  $O-CONR^aR^b$ ,  $NR^aR^b$ ,  $N(R^a)CONR^aR^b$ ,  $COO-(C_1-C_4)\text{alkyl}$ ,  $COOH$ ,  $CN$ ,  $CONR^aR^b$ ,  $SO_2NR^aR^b$ ,  $N(R^aR^b)SO_2NR^aR^b$ ,  $-C(=NH)NH_2$ , tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c)  $-C_0-C_4$ -alkyl- $-C_1-C_4$ -perfluoroalkyl;

- 25 (d) aryl or  $-(C_1-C_4\text{-alkyl})$ -aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii)  $-CN$ , iii)  $-NO_2$ , iv)  $-C(=O)(R^a)$ , v)  $-OR^a$ , vi)  $-NR^aR^b$ , vii)  $-C_{0-4}\text{alkyl-CO-OR}^a$ , viii)  $-(C_{0-4}\text{alkyl})-NH-CO-OR^a$ , ix)  $-(C_{0-4}\text{alkyl})-CO-N(R^a)(R^b)$ , x)  $-S(O)_{0-2}R^a$ , xi)  $-SO_2N(R^a)(R^b)$ , xii)  $-NR^aSO_2R^a$ , xiii)  $-C_{1-10}\text{alkyl}$ , and xiv)  $-C_{1-10}\text{alkyl}$ , wherein one or more of the alkyl carbons can be replaced by a  $-NR^a-$ ,  $-O-$ ,  $-S(O)_{1-2}-$ ,  $-O-C(O)-$ ,  $-C(O)-O-$ ,  $-C(O)-N(R^a)-$ ,  $-N(R^a)-C(O)-$ ,  $-N(R^a)-C(O)-N(R^a)-$ ,  $-C(O)-$ ,  $-CH(OH)-$ ,  $-C=C-$ , or  $-C\equiv C-$ ;

30 (e)  $-C(=O)(R^a)$ ,  $-CONR^aR^b$ ,  $-COO-(C_1-C_4)\text{alkyl}$ ,  $-SO_2R^a$ ,  $-SO_2N(R^a)(R^b)$ ;

R<sup>3</sup> and R<sup>4</sup> each independently is:

(a) H;

(b) -C<sub>1</sub>-C<sub>6</sub>-alkyl, -C<sub>2</sub>-C<sub>6</sub>-alkenyl, -C<sub>2</sub>-C<sub>6</sub>-alkynyl or -C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, -N(R<sup>a</sup>)(R<sup>b</sup>), -N(R<sup>a</sup>)CO-(C<sub>1</sub>-C<sub>4</sub>)alkyl, COOR<sup>b</sup>, CON(R<sup>a</sup>)(R<sup>b</sup>) or phenyl;

(c) -O-C<sub>0</sub>-C<sub>6</sub>-alkyl, -O-aryl, or -O-C<sub>1</sub>-C<sub>4</sub>-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(R<sup>a</sup>), v) -OR<sup>a</sup>, vi) -NR<sup>a</sup>R<sup>b</sup>, vii) -C<sub>0-4</sub>alkyl-CO-OR<sup>a</sup>, viii) -(C<sub>0-4</sub>alkyl)-NH-CO-OR<sup>a</sup>, ix) -(C<sub>0-4</sub>alkyl)-CO-N(R<sup>a</sup>)(R<sup>b</sup>), x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup>, xiii) -C<sub>1-10</sub>alkyl, and xiv) -C<sub>1-10</sub>alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR<sup>a</sup>-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(R<sup>a</sup>)-, -N(R<sup>a</sup>)-C(O)-, -N(R<sup>a</sup>)-C(O)-N(R<sup>a</sup>)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

(d) -C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl, or -O-C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl; or

(e) CN, NH<sub>2</sub>, NO<sub>2</sub>, F, Cl, Br, I, OH, OCON(R<sup>a</sup>)(R<sup>b</sup>), O(C<sub>1</sub>-C<sub>4</sub>-alkyl)CONR<sup>a</sup>R<sup>b</sup>, -OSO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), COOR<sup>b</sup>, CON(R<sup>a</sup>)(R<sup>b</sup>), or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(R<sup>a</sup>), v) -OR<sup>a</sup>, vi) -NR<sup>a</sup>R<sup>b</sup>, vii) -C<sub>0-4</sub>alkyl-CO-OR<sup>a</sup>, viii) -(C<sub>0-4</sub>alkyl)-NH-CO-OR<sup>a</sup>, ix) -(C<sub>0-4</sub>alkyl)-CO-N(R<sup>a</sup>)(R<sup>b</sup>), x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup>, xiii) -C<sub>1-10</sub>alkyl, and xiv) -C<sub>1-10</sub>alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR<sup>a</sup>-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(R<sup>a</sup>)-, -N(R<sup>a</sup>)-C(O)-, -N(R<sup>a</sup>)-C(O)-N(R<sup>a</sup>)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-; and

R<sup>5</sup>, R<sup>6</sup> and R<sup>7</sup> each independently is:

(a) H;

(b) C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>4</sub>-alkenyl, C<sub>2</sub>-C<sub>4</sub>-alkynyl or C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, OCON(R<sup>a</sup>)(R<sup>b</sup>), NR<sup>a</sup>R<sup>b</sup>, COOR<sup>a</sup>, CN, CONR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>R<sup>b</sup>)CONR<sup>a</sup>R<sup>b</sup>, N(R<sup>a</sup>R<sup>b</sup>)SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, S(O)<sub>0-2</sub>(C<sub>1</sub>-C<sub>4</sub>-alkyl), -C(=NH)NH<sub>2</sub>, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(c) -O-C<sub>1</sub>-C<sub>6</sub>-alkyl, -O-C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, -S-C<sub>1</sub>-C<sub>6</sub>-alkyl or -S-C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF<sub>3</sub>, OH, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>4</sub>-alkyl), N(C<sub>1</sub>-C<sub>4</sub>-alkyl)<sub>2</sub>, COOH, CN, CONH<sub>2</sub>, CONH(C<sub>1</sub>-C<sub>4</sub>-alkyl), CONH(C<sub>1</sub>-C<sub>4</sub>-

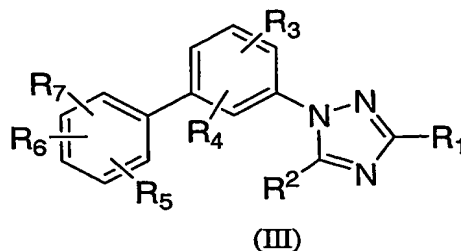
alkyl)<sub>2</sub>, SO<sub>2</sub>NH<sub>2</sub>, SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub>-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(d) -C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl, or -O-C<sub>0</sub>-C<sub>4</sub>-alkyl-C<sub>1</sub>-C<sub>4</sub>-perfluoroalkyl;

- 5 (e) -O-aryl, or -O-C<sub>1</sub>-C<sub>4</sub>-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(R<sup>a</sup>), v) -OR<sup>a</sup>, vi) -NR<sup>a</sup>R<sup>b</sup>, vii) -C<sub>0-4</sub>alkyl-CO-OR<sup>a</sup>, viii) -(C<sub>0-4</sub>alkyl)-NH-CO-OR<sup>a</sup>, ix) -(C<sub>0-4</sub>alkyl)-CO-N(R<sup>a</sup>)(R<sup>b</sup>), x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup>, xiii) -C<sub>1-10</sub>alkyl, and xiv) -C<sub>1-10</sub>alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR<sup>a</sup>-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(R<sup>a</sup>)-, -N(R<sup>a</sup>)-C(O)-, -N(R<sup>a</sup>)-C(O)-N(R<sup>a</sup>)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
- 10 (f) CN, N(R<sup>a</sup>)(R<sup>b</sup>), NO<sub>2</sub>, F, Cl, Br, I, -OR<sup>a</sup>, -SR<sup>a</sup>, -OCON(R<sup>a</sup>)(R<sup>b</sup>), -OSO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), COOR<sup>b</sup>, CON(R<sup>a</sup>)(R<sup>b</sup>), -N(R<sup>a</sup>)CON(R<sup>a</sup>)(R<sup>b</sup>), -N(R<sup>a</sup>)SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), -C(OR<sup>b</sup>)R<sup>a</sup>, -C(OR<sup>a</sup>)CF<sub>3</sub>, -C(NHR<sup>a</sup>)CF<sub>3</sub>, -C(=O)R<sup>a</sup>, C(=O)CF<sub>3</sub>, -SOCH<sub>3</sub>, -SO<sub>2</sub>CH<sub>3</sub>, -NHSO<sub>2</sub>(C<sub>1-6</sub>-alkyl), -NHSO<sub>2</sub>-aryl, SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), -CH<sub>2</sub>OSO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), SO<sub>2</sub>N(R<sup>b</sup>)-OR<sup>a</sup>, -C(=NH)NH<sub>2</sub>, -CR<sub>a</sub>=N-OR<sub>a</sub>, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO<sub>2</sub>, iv) -C(=O)(R<sup>a</sup>), v) -OR<sup>a</sup>, vi) -NR<sup>a</sup>R<sup>b</sup>, vii) -C<sub>0-4</sub>alkyl-CO-OR<sup>a</sup>, viii) -(C<sub>0-4</sub>alkyl)-NH-CO-OR<sup>a</sup>, ix) -(C<sub>0-4</sub>alkyl)-CO-N(R<sup>a</sup>)(R<sup>b</sup>), x) -S(O)<sub>0-2</sub>R<sup>a</sup>, xi) -SO<sub>2</sub>N(R<sup>a</sup>)(R<sup>b</sup>), xii) -NR<sup>a</sup>SO<sub>2</sub>R<sup>a</sup>, xiii) -C<sub>1-10</sub>alkyl, and xiv) -C<sub>1-10</sub>alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR<sup>a</sup>-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(R<sup>a</sup>)-, -N(R<sup>a</sup>)-C(O)-, -N(R<sup>a</sup>)-C(O)-N(R<sup>a</sup>)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
- 15
- 20

- 25 with the proviso that when R<sup>5</sup> and R<sup>6</sup> are present on adjacent carbon atoms, R<sup>5</sup> and R<sup>6</sup>, together with the benzene ring to which they are attached, may form a bicyclic aromatic ring selected from naphthyl, indolyl, quinolinyl, isoquinolinyl, quinoxalinyl, benzofuryl, benzothienyl, benzoxazolyl, benzothiazolyl, and benzimidazolyl, any of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) -NO<sub>2</sub>, iv) -CHO, v) -O-C<sub>1-4</sub>alkyl, vi) -N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), vii) -C<sub>0-4</sub>alkyl-CO-O(C<sub>0-4</sub>alkyl), viii) -(C<sub>0-4</sub>alkyl)-NH-CO-O(C<sub>0-4</sub>alkyl), ix) -(C<sub>0-4</sub>alkyl)-CO-N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), x) -S(C<sub>0-4</sub>alkyl), xi) -S(O)(C<sub>1-4</sub>alkyl), xii) -SO<sub>2</sub>(C<sub>0-4</sub>alkyl), xiii) -SO<sub>2</sub>N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), xiv) -NHSO<sub>2</sub>(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl), xv) -C<sub>1-10</sub>alkyl and xvi) -C<sub>1-10</sub>alkyl in which one or more of the carbons can be replaced by a -N(C<sub>0-6</sub>alkyl)-, -O-, -S(O)<sub>1-2</sub>-, -O-C(O)-, -C(O)-O-, -C(O)-N(C<sub>0-6</sub>alkyl)-, -N(C<sub>0-6</sub>alkyl)-C(O)-, -N(C<sub>0-6</sub>alkyl)-C(O)-N(C<sub>0-6</sub>alkyl)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-.
- 30

2. A compound represented by Formula (III)



5

or a pharmaceutically acceptable salt thereof, wherein  $R^1 - R^7$  each is as defined in Claim 1.

3. The compound of Claim 1 described by the chemical Formula (I), or a pharmaceutically acceptable salt thereof, wherein

10  $R^5$  is other than H and is attached at the ortho position, and all other variables are as previously defined.

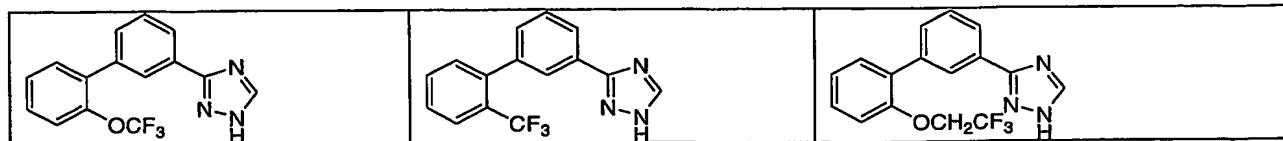
4. The compound of Claim 1 described by the chemical Formula (II), or a pharmaceutically acceptable salt thereof, wherein

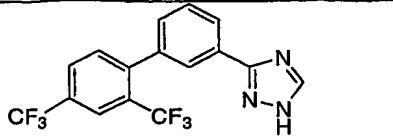
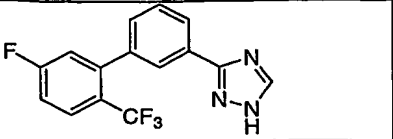
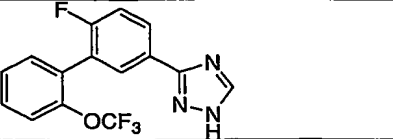
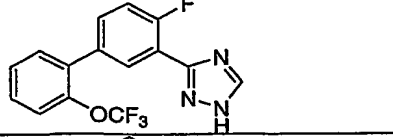
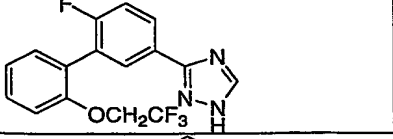
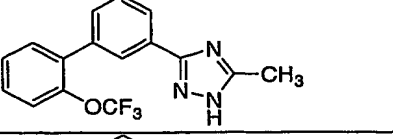
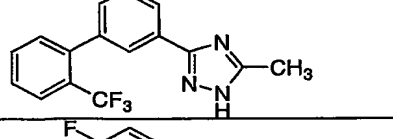
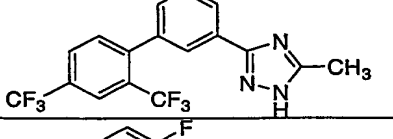
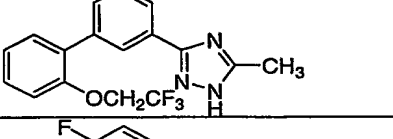
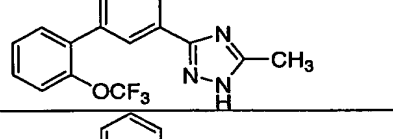
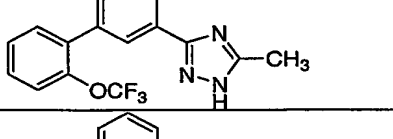
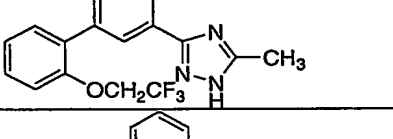
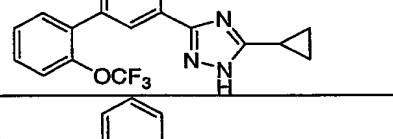
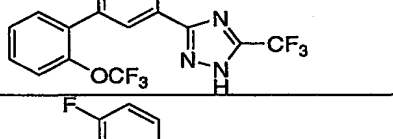
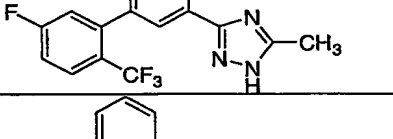
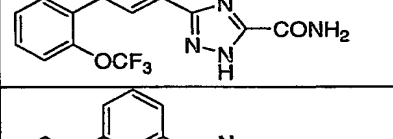
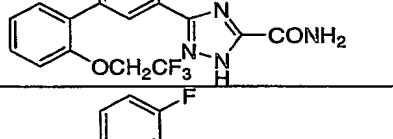
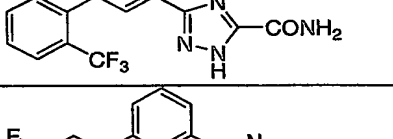
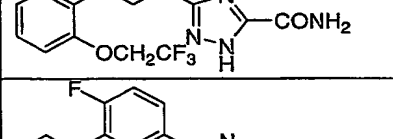
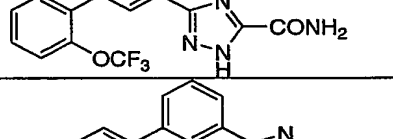
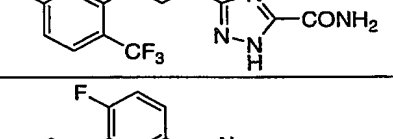
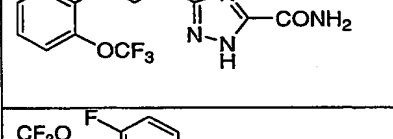
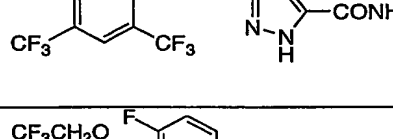
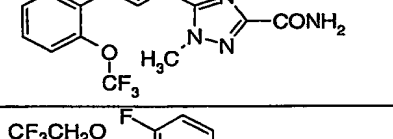
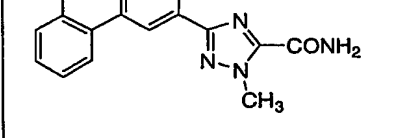
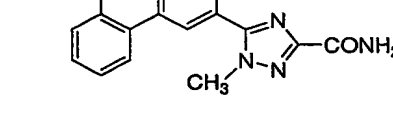
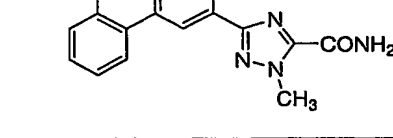

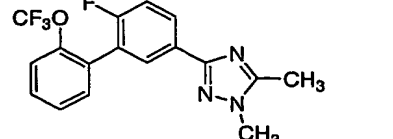
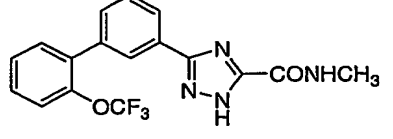
15  $R^5$  is other than H and is attached at the ortho position, and all other variables are as previously defined.

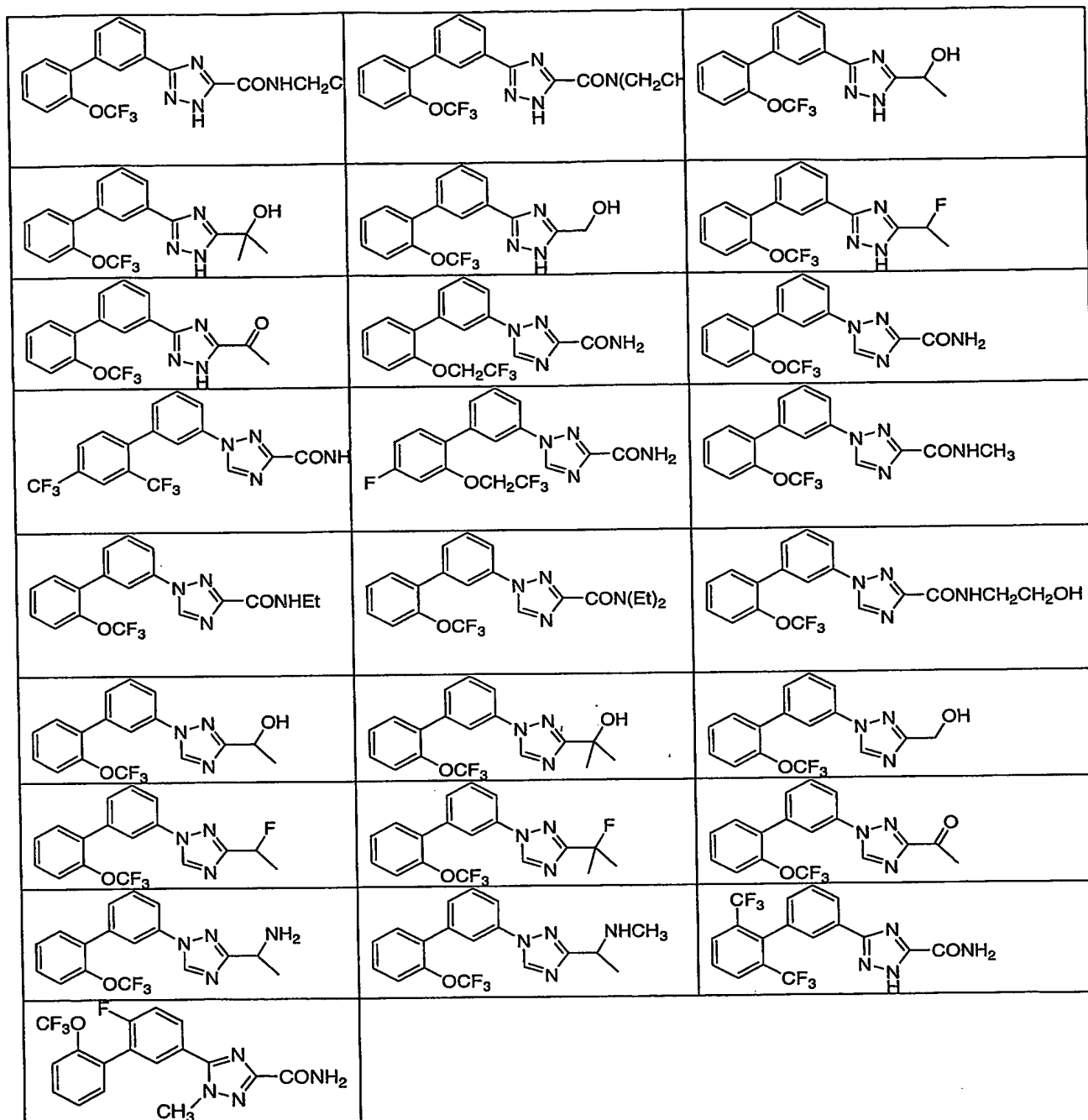
5. The compound of Claim 2, or a pharmaceutically acceptable salt thereof, wherein

20  $R^5$  is other than H and is attached at the ortho position, and all other variables are as previously defined.

6. A compound represented by





7. A pharmaceutical composition comprising a therapeutically effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.



8. The pharmaceutical composition according to Claim 7, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs, xii) selective serotonin reuptake inhibitors, xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

9. A method of treatment or prevention of pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

10. A method of treatment of chronic, visceral, inflammatory and/or neuropathic pain syndromes comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

11. A method of treatment of pain resulting from, or associated with, traumatic nerve injury, nerve compression or entrapment, postherpetic neuralgia, trigeminal neuralgia, diabetic neuropathy, cancer and/or chemotherapy, comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

12. A method of treatment of chronic lower back pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

13. A method of treatment of phantom limb pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

14. A method of treatment of HIV- and HIV treatment-induced neuropathy, chronic pelvic pain, neuroma pain, complex regional pain syndrome, chronic arthritic pain and/or related

neuralgias comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

5                   15.     A method of administering local anesthesia comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

10                   16.     A method of treatment of irritable bowel syndrome and/or Crohn's disease comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

15                   17.     A method of treatment of epilepsy and/or partial and generalized tonic seizures comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

20                   18.     A method for neuroprotection under ischaemic conditions caused by stroke or neural trauma comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

25                   19.     A method of treatment of multiple sclerosis comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

30                   20.     A method of treatment of bipolar disorder comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

21.     A method of treatment of tachy-arrhythmias comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

22. A pharmaceutical composition comprising a therapeutically effective amount of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

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23. The pharmaceutical composition according to Claim 22, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs, xii) selective serotonin reuptake inhibitors, xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

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24. A method of treatment or prevention of pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

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25. A method of treatment of chronic, visceral, inflammatory and/or neuropathic pain syndromes comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

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26. A method of treatment of pain resulting from traumatic nerve injury, nerve compression or entrapment, postherpetic neuralgia, trigeminal neuralgia, diabetic neuropathy, cancer and/or chemotherapy comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

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27. A method of treatment of chronic lower back pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

28. A method of treatment of phantom limb pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

5 29. A method of treatment of HIV- and HIV treatment-induced neuropathy, chronic pelvic pain, neuroma pain, complex regional pain syndrome, chronic arthritic pain and/or related neuralgias comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

10 30. A method of administering local anesthesia comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

15 31. A method of treatment of irritable bowel syndrome and/or Crohn's disease comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

20 32. A method of treatment of epilepsy and/or partial and generalized tonic seizures comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

25 33. A method for neuroprotection under ischaemic conditions caused by stroke or neural trauma comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

30 34. A method of treatment of multiple sclerosis comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

35. A method of treatment of bipolar disorder comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.

5 36. A method of treatment of tachy-arrhythmias comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 2, or a pharmaceutically acceptable salt thereof.